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PLEASE REPLY TO:

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November 15, 1996

Secretary of State
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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W96-25008

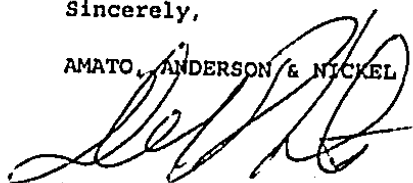
RE: ACCEPTANCE TITLE LOANS, INC.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the above-named corporation, (original and one copy) along with our check in the total amount of \$70.00 for filing (certified copy not required). Please return the file-stamped copy of the Articles to this office at your earliest convenience.

Sincerely,

AMATO, ANDERSON & NICKEL



David P. Whiting, Esquire

*gave permission to
correct Art. XIV.*

DPW\hal
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 26, 1996

DAVID P. WHITING, ESQUIRE
AMATO, ANDERSON, & NICKEL, P.A.
350 5TH AVENUE SOUTH, SUITE 200
NAPLES, FL 33940

SUBJECT: ACCEPTANCE TITLE LOANS, INC.
Ref. Number: W96000025008

We have received your document for ACCEPTANCE TITLE LOANS, INC. and your check(s) totaling \$70.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 496A00053646

ARTICLES OF INCORPORATION
OF
ACCEPTANCE TITLE LOANS, INC.

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is ACCEPTANCE TITLE LOANS, INC. The principal place of business of the corporation is 9425 Tamiami Trail North, Naples, Florida 34108. The mailing address of the corporation is 9425 Tamiami Trail North, Naples, Florida 34108.

ARTICLE II - Commencement and Duration

The corporation is to commence its corporate existence on the date of filing, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Stated Capital - Classes of Stock

The corporation is authorized to issue 1000 shares of common stock at \$1.00 par value.

ARTICLE V - Special Provisions

The corporation hereby makes the Subchapter S and IRC 1244 elections.

ARTICLE VI - Stock Ownership

In the event stock is held jointly by more than one person or entity, one owner of that jointly-held stock shall be designated as the owner authorized to cast his or her vote.

ARTICLE VII - Board of Directors

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All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall initially be managed under the direction of, the board of directors of corporation. There shall be two (2) initial director as follows:

Brian Kozlowski 9425 Tamiami Trail North
Naples, Florida 34108

Lorraine Kozlowski 9425 Tamiami Trail North
Naples, Florida 34108

ARTICLE VIII - Officers

The initial officer(s) of the corporation shall be as follows:

Brian Kozlowski - President/Treasurer
Lorraine Kozlowski - Vice President/Secretary

ARTICLE IX - Indemnification

The corporation shall indemnify any officer or director, or person exercising powers and duties of an officer or director, to the full extent now or hereafter permitted by law.

ARTICLE X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE XI - Pre-emptive Rights

Every shareholder, upon the issuance of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE XII - Amendment

The Articles of Incorporation may be amended at any time pursuant to the requirements of F.S. 607.177, et seq., at any regular meeting or at a special meeting called for that purpose.

ARTICLE XIII - Incorporator

The name and address of the Incorporator: these articles of
incorporation is:

Brian Kozlowski 9425 Tamiami Trail North
Naples, Florida 34108

ARTICLE XIV - Initial Registered Office and Agent

The street address of the initial registered office of the
corporation is 9425 Tamiami Trail North , Naples, Florida 33940,
and the name of the initial registered agent of the corporation at
that address is Brian Kozlowski. IN WITNESS WHEREOF,
the undersigned, as incorporator, hereby executes these articles of
incorporation this 11th day of November, 1996.

By Brian Kozlowski
Brian Kozlowski

STATE OF FLORIDA
COUNTY OF ~~COLLIER~~ LEE

11th The foregoing instrument was subscribed to before me this
day of November, 1996, by Brian Kozlowski, to me personally
known, who stated under oath that he is the person described in and
who executed said instrument for the purposes therein expressed.

My Commission Expires: 9/20/00



KATHRYN M. MONDRY
My Comm Exp. 9/20/00
Bonded By Service Ins
No. CC570960

Notary Stamp/Seal
FL DRIVER'S LICENSE
#K242-060-42-386-0

Kathryn M. Mondry
Notary Public

KATHRYN M. MONDRY
Type or Print Notary Name

I hereby am familiar with and accept the duties and
responsibilities as registered agent for said corporation.

BRIAN KOZLOWSKI
Brian Kozlowski

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